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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

DEC 28 1994 - 10:10 AM

December 22, 1994

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are ^{three} ~~two~~ (3) executed copies of a Memorandum of Lease Agreement, dated as of December 21, 1994, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Asea Brown Boveri AG & Co.
Leasing KG
Kallstadter Strasse 1
D-68309 Mannheim
Germany

Lessee: Triborough Bridge and Tunnel Authority
Triborough Station
Box 35
New York, New York 10035

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached to the Memorandum.

Counterparts - 2/2/95

Mr. Vernon A. Williams
December 22, 1994
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

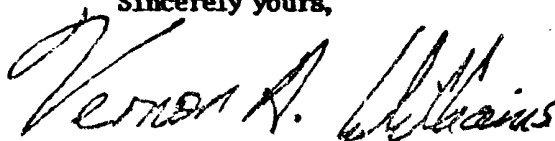
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
218 Sixteenth Street. NW., Ste. 200
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/94 at 11:40AM, and assigned recordation number(s). 19137, 18959-C, 12380-B, 12380-C, 9285-D, F, and 17392-B.

Sincerely yours,



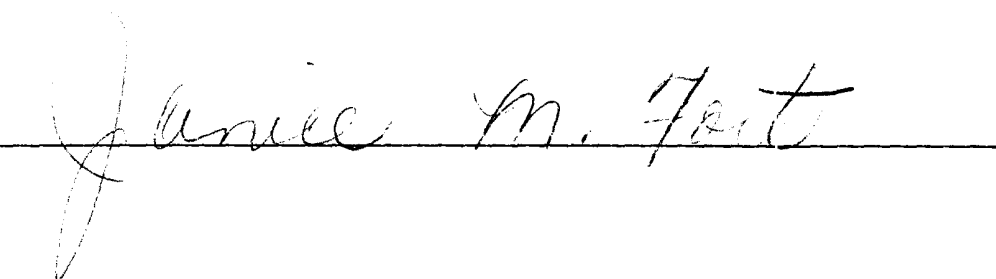
Vernon A. Williams
Secretary

Enclosure(s)

(

\$ 126.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE AGREEMENT

DEC 28 1994 - 11:10 AM

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 21, 1994 between ASEA BROWN BOVERI AG & CO. LEASING KG, a Kommanditgesellschaft established and existing under the laws of the Federal Republic of Germany ("Lessor"), and TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY, a body corporate and politic constituting a public benefit corporation created and existing pursuant to the laws of the State of New York ("Lessee").

WITNESSETH:

1. Pursuant to the Lease Agreement dated as of December 21, 1994 (the "Lease"), and a Lease Supplement dated as of December 28, 1994, Lessor has leased unto Lessee certain M-6 Rail Cars manufactured by Morrison Knudsen Company, Inc., bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Items of Equipment"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease.

2. The Lease has taken effect for a basic Lease Term for the Items of Equipment commencing on December 28, 1994 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on June 28, 2011 or, if such date is not a Banking Day, then the next succeeding Banking Day.

3. Pursuant to the Lease, Lessee has a right of first refusal to purchase the Equipment upon the terms and conditions set forth in the Lease.

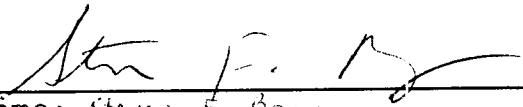
4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: Asea Brown Boveri AG & Co.
Leasing KG
Kallstadter Strasse 1
D-68309 Mannheim
Federal Republic of Germany
Attention: General Manager
Tel. #. 0621/381-6676

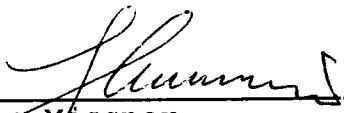
Lessee: Triborough Bridge and Tunnel Authority
Triborough Station
Box 35
New York, New York 10035
Attention: Executive Director
Tel. #. 212-360-3000

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease as of the day and year first written above.

TRIBOROUGH BRIDGE AND TUNNEL AUTHORITY

By: 
Name: Steven E. Brey
Title: Attorney-in-Fact

ASEA BROWN BOVERI AG & CO. LEASING KG

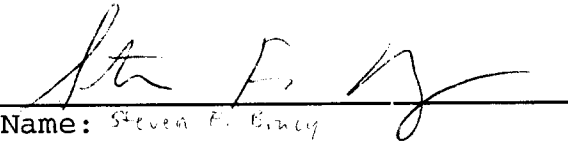
By: 
Jürgen Mössner
General Manager

CORPORATE ACKNOWLEDGEMENT

(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY :
SS.:
FRANKFURT: :

I, Steven F. Bincy, certify that I am the
Attorney-in-Fact of TRIBOROUGH BRIDGE AND TUNNEL
AUTHORITY, that the foregoing instrument was signed and sealed on
behalf of said kommanditgesellschaft, and that I acknowledge that
the execution of the foregoing instrument was the free act and
deed of said kommanditgesellschaft. I further certify under
penalty of perjury under the laws of the United States of America
that the foregoing is true and correct. Executed on December __,
1994

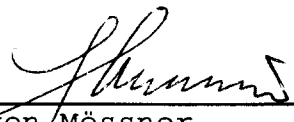

Name: Steven F. Bincy
Title: Attorney-in-Fact

CORPORATE ACKNOWLEDGEMENT

(Pursuant to 49 C.F.R. 1177.3)

FEDERAL REPUBLIC OF GERMANY :
FRANKFURT : ss.:

I, Jürgen Mössner, certify that I am the General Manager of ASEA BROWN BOVERI AG & CO. LEASING KG, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 21, 1994



Jürgen Mössner
General Manager

SCHEDULE A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

below: Twelve (12) M-6 rail cars, Serial Numbers as set forth

Serial Number

1.	9002
2.	9003
3.	9053
4.	9006
5.	9007
6.	9057
7.	9022
8.	9023
9.	9073
10.	9024
11.	9025
12.	9075